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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

In re:

Roman Catholic Bishop of Helena, Montana,
a Montana Religious Corporation Sole
(Diocese of Helena),

Debtor-in-Possession.

Case No. 14-60074

Chapter 11

**MOTION FOR APPROVAL OF POST-PETITION
FINANCING AGREEMENT AND NOTICE**

COMES NOW, the Roman Catholic Bishop of Helena ("RCB"), the Debtor-in-Possession, by and through its undersigned counsel Bruce A. Anderson of Elsaesser Jarzabek Anderson Elliott & Macdonald, Chtd., and moves this Court approve post-petition borrowing under the terms set forth herein. This Motion is based upon 11 U.S.C. § 364 and F.R.B.P. 4001(c). In support of this Motion, Debtor states the following:

1. On January 31, 2014, Debtor filed a voluntary petition for relief under Chapter 11 of the U.S. Bankruptcy Code. Debtor continues to operate as Debtor-in-Possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

2. A creditor's committee was appointed on March 7, 2014, No trustee or examiner has not been sought or appointed in this case.

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. § 1408. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(D).

BACKGROUND

4. Debtor is the civil entity formed under the laws of the State of Montana that conducts business under the civil law. RCB holds title to church property outright, and per Canon Law in trust for 57 parishes and 38 missions within the Diocese, which roughly covers the western one-third of the State of Montana. The Diocese is the ecclesiastical entity subject to the Bishop (currently Bishop George Leo Thomas, who was appointed by the Holy See as Bishop of Helena effective June 4, 2004). In addition to his responsibilities in civil law, the Bishop has responsibilities under Canon Law and the ecclesiastical law for the Roman Catholic Church.

5. The Debtor's Chapter 11 case was filed in order to reorganize its financial affairs pursuant to a plan of reorganization that will, among other things, fairly, justly and equitably compensate the victims of sexual abuse asserted against the Debtor.

6. Debtor also seeks to reorganize its financial affairs pursuant to a plan of reorganization to, among other things, allow the Diocese to continue its ministry and mission, with sound financial footing both now and in the future.

7. In general, Debtor proposes to secure financing from Placid Enterprises, LLC. Financing sought herein is funded only if Debtor confirms a Plan. The financing is for the total amount of \$3.5 million dollars, and is secured by real property owned by Debtor-in-Possession, which property is free and clear.

SUMMARY OF THE FINANCING AGREEMENT

8. The salient points of the financing sought herein are as follows, and are

more fully set forth in Exhibits A through E, inclusive.

- A. The lender is Placid Enterprises, LLC, ("Placid") a Montana Limited Liability Company, whose address is P.O. Box 387, Seeley Lake, Montana 59868-0387. Placid is not a related party or creditor of the Estate.
- B. The amount of the Loan is \$3.5 million dollars.
- C. The Loan will be fully secured by Debtor's real property set forth below, with partial paydown requirements should certain of the real property be sold or transferred.
 - Bishop's Residence, 1726 Lockey Avenue, Helena, MT, valued at \$366,860.00;
 - Chancery Building, 515 N. Ewing St., Helena, MT, valued at \$80,775.00;
 - Clergy Senior Status Trust Building, 4307 Gharrett St., Missoula, MT, valued at \$208,867.00;
 - Clergy Senior Status Trust Building, 720 Missy's Way, Missoula, MT, valued at \$200,400.00;
 - Clergy Senior Status Trust Building, 520 S. Virginia St., Conrad, MT, valued at \$44,000.00;
 - Fr. Robertson's Residence, 512 N. Rodney St., Helena, MT, valued at \$191,600.00;
 - Burial Property, Indian Burial Ground, Stevensville, MT, valued at \$74,100.00;
 - Legendary Lodge, 2127 Mt. Hwy 83 North, Seeley Lake, MT, valued at \$3,585,000.00;
 - Montana Catholic Conference, 1311 11th Avenue, Helena, MT, Valued at \$245,150.00;
 - Catholic Social Services Building, 1301 11th Avenue, Helena, MT, valued at \$228,450.00;

- First Street Property, 906 1st St., West, Missoula, MT, valued at \$2,190,000.00;
- Sycamore Tree Property – Debtor has been named as beneficiary of a will which is in probate. Once the probate proceeding is concluded, Debtor shall own real property in Lake County, MT, valued at \$1,200,000.00;
- Cemetery Property, 3700 N. Montana Ave., Helena, MT. Debtor values the interest in the cemetery property at roughly \$1.4 to \$2.0 million dollars, which is the Debtor's 25% interest, which is based on a promissory note from Resurrection Cemetery Association, Inc., and a participation agreement if the property is sold.

D. The Loan will only be funded upon confirmation of a Plan of Reorganization, and on an Order approving this Motion being entered no later than December 15, 2014, or by an extended date agreed to by the parties.

E. The Loan will bear interest at 5% per annum, and would be repaid in equal monthly installments of \$14,583.33, which monthly payments shall be made for sixty consecutive months, at which time the loan will become due and payable in full.

9. The Debtor has negotiated at arms length and in good faith through counsel, and counsel for Placid Enterprises, LLC, the terms of the proposed financing. The Debtor believes that the terms of the proposed post-petition financing are fair and reasonable and are in the best interests of the Debtor's estate and its creditors. The Debtor seeks approval of the financing in order to assist in its reorganization efforts, and to allow emergence from Chapter 11.

10. The purpose of the loan is to fund Debtor-in-Possession with necessary working capital to fund its obligations pursuant to a confirmed Plan of Reorganization, which include but are not limited to Debtor's portion of the funding of the settlement

trusts estimated at \$2 million dollars, Debtor's funding of administrative expenses estimated at \$750,000.00, and for Debtor's operating capital.

11. Debtor's schedules indicate assets consisting of real property in the amount of \$7,294,202.00. Against those assets Debtor lists secured claims of \$4,572,918.97. In addition, Debtor has personal property interests in property known as the "Cemetery Property," valued modestly at \$1,400,000.00 and "Sycamore Tree," valued modestly at \$1,200,000.00. Thus \$5,321,283.03 of unencumbered assets exist upon which Placid Enterprises, LLC's loan can be secured.

12. The entities with general lien claims against assets of the Debtor and their priority positions are as follows:

There are no parties with liens or encumbrances on the real property forming the collateral for the loan.

13. The proposed loan documents are attached to this Motion. Readers should be advised that these loan documents, while substantially in final form, are subject to change before formal execution. The documents attached as exhibits as follows:

- Exhibit A: Loan Agreement between Roman Catholic Bishop of Helena, Montana and Placid Enterprises, LLC.
- Exhibit B: Promissory Note.
- Exhibit C: Security Agreement.
- Exhibit D: Montana Trust Indenture.
- Exhibit E: Mortgage, Security Agreement, Assignment of Leases and Rents, and Fixture Filing Statement.

14. This Motion is proposed in good faith and it is believed that it is in the best interests of the creditors and other parties in interest. The feasibility of Debtor to successfully reorganize is dependent on external financing, and the loan proposed herein will meet that goal.

WHEREFORE the Debtor requests the Court enter an Order:

1. Granting this Motion and authorizing Debtor to enter into and consummate the loan with Placid Enterprises, LLC; and,
2. Granting such and other further relief as the Court may deem appropriate.

Dated: November 3, 2014

ELSAESSER JARZABEK ANDERSON
ELLIOTT & MACDONALD, CHTD.

/s/ Bruce A. Anderson
Bruce A. Anderson

**NOTICE OF OPPORTUNITY TO RESPOND
AND REQUEST A HEARING**

If you object to the relief in this motion or wish the Court reconsider its Order, you must file a written responsive pleading and request a hearing within fourteen (14) days of the date of the motion. The responding party shall schedule a hearing on the motion at least twenty-one (21) days after the date of the response and request for hearing and shall include in the caption of the responsive pleading in bold and conspicuous print the date, time and location of the hearing by inserting in the caption the following:

NOTICE OF HEARING

Date: _____

Time: _____

Location: _____

If no objections are timely filed, the Court may grant the relief requested as a failure to respond by any entity shall be deemed an admission that the relief requested should be granted.

DATED: November 3, 2014

ELSAESSER JARZABEK ANDERSON
ELLIOTT & MACDONALD, CHTD.

/s/ Bruce A. Anderson
Bruce A. Anderson

CERTIFICATE OF SERVICE

I, Bruce A. Anderson, declare as follows:

I am employed by Elsaesser Jarzabek Anderson Elliott & Macdonald, Chtd., Coeur d'Alene, Idaho; I am over the age of eighteen years and not a party to this action; the firm's business address is 320 East Neider Avenue, Suite 102, Coeur d'Alene, Idaho 83815. I swear under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

I certify that on November 3, 2014, I served the foregoing MOTION FOR APPROVAL OF POST-PETITION FINANCING AGREEMENT AND NOTICE, on all ECF participants as indicated on the Court's ECF system.

Additionally, by regular first class mail, I mailed a copy to the parties on the attached MML.

Additionally, by regular first class mail, I mailed a copy to:

Placid Enterprises, LLC, c/o Martin King, P.O. Box 387, Seeley Lake, Montana 59868-0387

Additionally, by regular first class mail, I mailed a copy to the following non-ECF parties (names and addresses omitted to protect the privacy of the parties):

W.B., W.F., E.G., R.S., C.W., S.D., C.D., A. H.

C.F., A.H.

C.W. #6, J.L. #7, E.B. #8, M.B. #11, M.P. #395, H.H. #404

Dated: November 3, 2014

/s/ Bruce A. Anderson

Bruce A. Anderson

Label Matrix for local noticing
0977-2
Case 14-60074
U.S. Bankruptcy Court, District of Montana
Butte
Tue Oct 28 10:20:47 MDT 2014

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Anaconda, MT 59711-1927

Assoc. Catholic Diocesan Archivists
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PO BOX 200901
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STS Cyril & Methodius Parish
120 W. Riggs
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East Helena, MT 59635-1110

Sacred Heart Mission
1502 Shirley Road
Helena, MT 59602-6639

Sacred Heart Parish
35933 Round Butte Road
Ronan, MT 59864-2311

Sacred Heart, Belgian Colony
616 4th Street
P.O. Box 338
Valier, MT 59486-0338

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Delores Brinkel
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Sisters of Charity Margaret Hogan
602 N 10th Street
Hamilton MT 59840-2059

Sisters of Charity Paula Tweet
3900 Juniper Lane
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Spirit of Christ Mission
1475 Eaton Street
Missoula, MT 59801-3224

St. Ann Parish
2100 Farragut Avenue
Butte, MT 59701-6102

St. Ann Parish
9015 Hwy 200 East
P.O. Box 1008
Bonner, MT 59823-1008

St. Anne Parish
BIA Road #1
P.O. Box 160
Heart Butte, MT 59448-0160

St. Anthony Parish
217 Tremont Street
Missoula, MT 59801-3997

St. Bartholomew Parish
407 2nd Avenue, S.E.
P.O. Box 422
White Sulphur Springs, MT 59645-0422

St. Catherine Parish
214 S. Elder
P.O. Box 205
Boulder, MT 59632-0205

St. Charles Parish
230 Baker Avenue
P.O. Box 128
Whitefish, MT 59937-0128

St. Francis Parish
411 S. 5th Street
P.O. Box 593
Hamilton, MT 59840-0593

St. Francis Parish
616 4th Street
P.O. Box 338
Valier, MT 59486-0338

St. Francis Xavier Parish
420 W. Pine Street
Missoula, MT 59802-4118

St. Helena Cathedral Parish
530 N. Ewing Street
Helena, MT 59601-4001

St. Ignatius Mission
300 Beartrack Avenue
P.O. Box 667
Saint Ignatius, MT 59865-0667

St. James Parish
109 W. Meany Street
P. O. Box 745
Plains, MT 59859-0745

St. John Parish
519 1st Avenue, S
P.O. Box 397
Fairfield, MT 59436-0397

St. John Vianney Parish
609 Quaw Blvd.
Belgrade, MT 59714-3140

St. John the Baptist
16680 Main Street
P.O. Box 329
Frenchtown, MT 59834-0329

St. John's Parish
1500 Cobban Street
Butte, MT 59701-5934

St. Joseph Mission
35933 Round Butte Road
Ronan, MT 59864-2311

St. Joseph Mission
437 Madison
P.O. Box 577
West Yellowstone, MT 59758-0577

St. Joseph Parish
28 3rd Street, NW
P.O. Box 286
Harlowton, MT 59036-0286

St. Joseph Parish
320 Main Street
P.O. Box 640
Choteau, MT 59422-0640

St. Joseph Parish
719 Utah Avenue
P.O. Box 1467
Libby, MT 59923-1467

St. Jude Parish
Hwy. 200, 100 Main Street
P.O. Box 802
Lincoln, MT 59639-0802

St. Margaret Parish
129 2nd Avenue, SE
P.O. Box 207
Cut Bank, MT 59427-0207

St. Mary Catholic Community
1700 Missoula Avenue
Helena, MT 59601-3966

St. Mary Mission
12 Broad Street
P.O. Box 329
Drummond, MT 59832-0329

St. Matthew Parish
602 S. Main Street
Kalispell, MT 59901-4898

St. Michael Parish
106 S. Maryland
Conrad, MT 59425-2016

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~~12 Broad Street~~
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~~Drummond, MT 59832-0329~~

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P.O. Box 2073
Columbia Falls, MT 59912-2073

St. Rose of Lima Parish
226 S. Atlantic Street
Dillon, MT 59725-2717

St. Teresa Parish
107 - 2nd Avenue SE
P.O. Box 337
Whitehall, MT 59759-0337

St. Theodore Mission
530 N. Ewing Street
Helena, MT 59601-4001

St. Thomas Aquinas Mission
531 Main Street
Shelby, MT 59474-1809

St. Thomas Parish
108 Main Street
P.O. Box 90
Helmville, MT 59843-0090

St. William Parish
20 1st Avenue, NE
P.O. Box 18
Dutton, MT 59433-0018

St. William Parish
416 Preston Avenue
P.O. Box 186
Thompson Falls, MT 59873-0186

St. William Parish
531 Main Street
Shelby, MT 59474-1809

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The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

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866-716-6441

Great America Financial Services
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(d)Honda Financial Services
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